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Creditors of Lehman Brothers Holdings Inc., et al.

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:
LEHMAN BROTHERS HOLDINGS INC., *et al.*,
Debtors.

MICHIGAN STATE HOUSING
DEVELOPMENT AUTHORITY,
a public body corporate,
Plaintiff/Counterclaim Defendant,

v.

LEHMAN BROTHERS DERIVATIVE
PRODUCTS INC. AND LEHMAN
BROTHERS HOLDINGS INC.,
Defendants,

– and –

LEHMAN BROTHERS SPECIAL
FINANCING INC.,
Defendant/Counterclaim Plaintiff.

– and –

THE OFFICIAL COMMITTEE OF UNSECURED
CREDITORS OF LEHMAN BROTHERS
HOLDINGS INC., *et al.*

Intervening Defendant/
Counterclaim Plaintiff.

Chapter 11
Case No. 08-13555 (JMP)
(Jointly Administered)

Dist. Ct. No. 11 Civ. 03392 (JGK)
Bankr. Adv. Proc. No. 09-01728

JOINDER OF OFFICIAL COMMITTEE OF UNSECURED CREDITORS
IN DEFENDANTS' OPPOSITION TO PLAINTIFF'S
MOTION TO WITHDRAW THE REFERENCE

The Official Committee of Unsecured Creditors (the "Committee") of Lehman Brothers Holdings Inc. ("LBHI") and its affiliated chapter 11 debtors and debtors-in-possession hereby submits this statement (the "Joinder") in support of Defendant LBHI's, Defendant Lehman Brothers Derivative Products Inc.'s and Defendant/Counterclaim Plaintiff Lehman Brothers Special Financing Inc.'s Opposition (the "Opposition") to Plaintiff Michigan State Housing Development Authority's Motion to Withdraw the Reference (the "Motion") filed in the above-captioned adversary proceeding (the "Adversary Proceeding").

JOINDER

The Committee joins in the Opposition for all the reasons set forth therein, including, without limitation, that (i) the Motion is premature because the Bankruptcy Court, pursuant to 28 U.S.C. § 157(b)(3), must determine whether the Adversary Proceeding is a core proceeding in the first instance; (ii) consistent with MSHDA's own allegation in its Complaint, the Adversary Proceeding is a core proceeding because the questions raised therein turn on application of the Bankruptcy Code and other bankruptcy principles; (iii) the Bankruptcy Court's retention of the reference will promote judicial economy and efficiency due to the Bankruptcy Court's institutional expertise in administering the LBHI bankruptcy proceedings; (iv) the factors set forth in *Orion Pictures Corp. v. Showtime Networks, Inc. (In re Orion Pictures Corp.)*, 4 F.3d 1095, 1101 (2d Cir. 1993), including the preclusion of forum shopping and the economical use of estate and creditor resources, militate strongly against withdrawing the reference; and (v) the Adversary Proceeding does not present issues of first impression.

CONCLUSION

WHEREFORE, the Committee respectfully requests that the Court (i) deny the Motion; and (ii) grant such other relief as is just.

Dated: New York, New York
June 3, 2011

MILBANK, TWEED, HADLEY & M^cCLOY LLP

By: /s/ David S. Cohen

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